

## **EXHIBIT I**

**CONFIDENTIAL PRIVATE OFFERING MEMORANDUM****ADVANCED TECHNOLOGIES GROUP, LTD.**

(A Nevada Corporation)  
(FORMERLY SEVENTHCAI, INC.)

**PromotionSTAT**

700 Units, Each Consisting of 10,000 Shares of Series B, 6%, Convertible Preferred Stock, (the "Preferred Shares") and 10,000 Common Stock Purchase Warrants (the "Warrants") at a Price of \$30,000 per Unit, For a Total Maximum of \$21,000,000 Offered By Company Officers and Directors On a "Best Efforts" Basis Only.

*There is no minimum number of Units required to be sold in this Offering. Proceeds from the sale of Units will be immediately released to the Company. A Minimum Subscription of 1 Unit is required.* Each Preferred Share is convertible into one Common Share at the election of the holder. All dividends on the Preferred Shares are payable in Common Shares. Each Warrant contained in the Units represents the right to purchase one share of the Company's Common Stock (the "Shares") during the three (3) year period commencing upon the closing of this Offering at a price of \$5.00 per Common Share. The Company reserves the right to redeem the Warrants at any time after a trading market for the Common Shares is established, if ever, at a price of \$0.05 per Warrant upon 30 days prior written notice to the Warrant Holders. The Company also reserves the right to reduce the exercise price of the Warrants at any time in its sole discretion. See, "SUMMARY", "DESCRIPTION OF SECURITIES" and "PLAN OF THE OFFERING."

**THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH NOR APPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR ANY STATE SECURITIES REGULATORY AUTHORITY, NOR HAS THE COMMISSION OR ANY SUCH AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. AN INVESTMENT IN THE COMPANY INVOLVES A HIGH DEGREE OF RISK (SEE "RISK FACTORS") AND, THEREFORE, SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT. EXCEPT WHERE OTHERWISE PROVIDED BY APPLICABLE LAW, SUBSCRIBERS WILL NOT BE ENTITLED TO CANCEL THEIR SUBSCRIPTIONS ONCE ACCEPTED BY THE COMPANY, IRRESPECTIVE OF THE TOTAL NUMBER OF UNITS SOLD IN THIS OFFERING. SEE "RISK FACTORS" AND "BUSINESS OF THE COMPANY."**

	Price to Investors	Placement Fee (1)	Proceeds to The Company (2)
Per Unit	\$ 30,000	\$ 3,000	\$ 27,000
Total Offering	\$ 21,000,000	\$ 2,100,000	\$ 18,900,000

--Notes to table appear on next page.

This Offering is being made pursuant to the exemption from the registration provisions of the Securities Act of 1933, as amended (the "Act"), afforded by Rule 506 of Regulation D promulgated thereunder. There is no trading market for any of the Company's securities and there can be no assurance that any such trading market will develop or be maintained following this Offering.

Payment For The Units Should Be Made By Certified Check, Bank Draft or Wire Transfer Payable To: "SIMONE V. PALAZZOLO, ESQ. ESCROW AGENT"

**ADVANCED TECHNOLOGIES GROUP, LTD.**

32 Broadway, 4th Fl., New York, NY 10004

Telephone: 888-367-3912

DATED: January 2, 2002

**FX3000, Inc.**  
**(a development stage company)**  
**(formerly Oxford Global Network, Ltd.)**  
**Statement of Cash Flows**  
**For the Period Indicated**

	Period: (12 mos.) Starting: 1-Feb-00 Ending: 31-Jan-01	(3 mos.) 1-Nov-99 31-Jan-00	(12 mos.) 1-Nov-98 31-Oct-99	(12 mos.) 1-Nov-97 31-Oct-98	(2 mos.) 11-Sep-97 31-Oct-97 (unaudited)
Operating Activities:					
Net loss	(\$945,526)	(\$403,703)	(\$1,581,974)	(\$121,779)	(\$491)
Adjustments to reconcile net income items not requiring the use of cash:					
Depreciation	27,634	6,684	26,578	12,879	0
Amortization of debenture discount	46,290	0	0	0	0
Changes in other operating assets and liabilities:					
Prepaid expense	9,588	(9,588)	0	0	0
Security deposit	19,576	(10,140)	(9,436)	0	0
Accounts payable & accrued expenses	75,556	(199,925)	174,421	25,358	6,991
Net cash provided (used) by operations	(766,882)	(616,672)	(1,390,411)	(83,542)	6,500
Investing Activities:					
Purchase of equipment	0	(810)	(5,944)	(132,495)	0
Trademark purchases	(1,025)	0	(9,590)	0	0
Costs of software development	(63,729)	(174,724)	(367,624)	(421,886)	0
Net cash used by investing activities	(64,754)	(175,534)	(383,158)	(554,381)	0
Financing Activities:					
Funds received from debenture offering	175,000	0	0	0	0
Subscriptions receivable	0	120,000	(120,000)	0	0
Loans from affiliate or related parties	85,000	0	0	(18,500)	18,500
Loans (to) from stockholder	(61,575)	0	(49,286)	49,286	0
Funds received from sale of common stock	15,000	615,500	2,605,870	587,412	25,000
Net cash provided by financing activities	213,425	735,500	2,436,584	618,198	43,500
Net increase (decrease) in cash during the period	(618,211)	(56,706)	663,015	(19,725)	50,000
Cash balance at beginning of the period	636,584	693,290	30,275	50,000	0
Cash balance at end of the period	<u>\$18,373</u>	<u>\$636,584</u>	<u>\$693,290</u>	<u>\$30,275</u>	<u>\$50,000</u>
Supplemental disclosures of cash flow information:					
Interest paid during the fiscal year	\$0	\$0	\$0	\$0	\$0
Income taxes paid during the fiscal year	\$5,785	\$0	\$0	\$0	\$0

Please see accompanying notes to these financial statements.

## Notes to the Financial Statements

### 1. Organization of the Company and Significant Accounting Principles

Oxford Global Network, Ltd. (the Company) was incorporated in the state of Delaware in September 1997 in order to develop a global real time, on-line currency trading and trade monitoring software for marketing to various currency trading entities in the United States. In January 2001, the Company changed its name to FX3000, Inc. and became a wholly owned subsidiary of Advanced Technologies Group, Ltd. (formerly SeventhCai Inc.), a Nevada corporation formed in February 2000 (see Note 4).

*Use of Estimates-* The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make reasonable estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses at the date of the financial statements and for the period they include. Actual results may differ from these estimates.

*Cash and interest bearing deposits-* Cash equivalents include highly liquid short-term investments with an original maturity of three months or less.

*Office & Computer Equipment-* Office and computer equipment are stated at cost. Depreciation expense is computed using the straight-line method over the estimated useful life of the asset. The following is a summary of the estimated useful lives used in computing depreciation expense:

Furniture	7 years
Office equipment	5 years

Expenditures for major repairs and renewals that extend the useful life of the asset are capitalized. Minor repair expenditures are charged to expense as incurred.

*Long Lived Assets-* The Company reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

*Software Development Costs-* The Company employs Statement of Financial Accounting Standard No. 86, *Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed*, (SFAS No. 86), to account for the costs in developing the currency software. The software is designed to enable prospective clients to execute on-line trades and monitor currency transactions that are entered into by the prospective client.

SFAS No. 86 provides that the costs of producing software programs subsequent to establishing technological feasibility shall be capitalized. The capitalization of such costs ceases when the product becomes available to customers. Amortization of the capitalized costs begins when the software product becomes available to customers and is calculated using the straight-line method over the estimated economic life of the software or on a ratio of current revenues to anticipated revenues, whichever is greater.

**Luxury Lounge, Inc.**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2000**

	31-Dec-00	Unaudited 31-Dec-99
Operating Activities:		
Net loss	(\$2,182,672)	(\$155,767)
Adjustments to reconcile net income items not requiring the use of cash:		
Depreciation and amortization	30,355	4,140
Impairment charge	291,534	0
Changes in other operating assets and liabilities:		
Inventory	12,558	(12,558)
Prepaid expenses	3,000	(3,000)
Security deposit	0	(8,106)
Accounts payable	105,033	0
Other payable	(97,000)	97,000
Net cash used by operations	(1,837,192)	(78,291)
Investing Activities:		
Organization costs	(380)	(179)
Bank overdraft	(20,569)	20,569
Capitalized costs of developing software program	(71,603)	(17,498)
Purchase of property and equipment	(44,874)	(14,124)
Net cash provided used by investing activities	(137,426)	(11,232)
Financing Activities:		
Stock subscriptions received	2,455,890	0
Brokerage fees paid on stock subscriptions received	(337,153)	0
Issuance of common stock	0	13,667
Loan from (paid) to shareholder	(33,587)	75,856
Net cash provided financing activities	2,085,150	89,523
Net increase in cash during the fiscal year	110,532	0
Cash balance beginning of the fiscal year	0	0
Cash balance at the end of the fiscal year	\$110,532	\$0
Supplemental disclosures of cash flow information:		
Interest paid during the fiscal year	\$0	\$0
Income taxes paid during the fiscal year	\$0	\$0

Please see the notes to the financial statements.

**Luxury Lounge, Inc.**  
**Notes to the Financial Statements**  
**As of December 31, 2000**

**1. Organization of the Company and Nature of Operations**

Luxury Lounge Inc. (the Company) was incorporated in the State of Delaware on August 18, 1999. On September 30, 1999, the Company acquired 100% of the issued and outstanding shares of Essetti Inc., a New York corporation incorporated in July 1994, that provides product offerings through direct mail marketing methods.

The Company operates an on-line interactive web site specializing in selling jewelry and other luxury appliances at a discount to the retail shopper. The Company is also currently developing various software programs for sale or lease to the on-line retail industry.

**2. Summary of Significant Accounting Policies**

*Use of Estimates-* The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make reasonable estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses at the date of the financial statements and for the period they include. Actual results may differ from these estimates.

*Revenue Recognition-* The Company recognizes sales revenue at the point the merchandise is delivered to the customer. Merchandise purchased as a result of sales orders received is accounted for as inventory and expensed to cost of goods sold at the point the merchandise is delivered to the customer.

*Cash-* Cash includes highly liquid short-term investments with an original maturity of three months or less.

*Property and Equipment-* Property and equipment include the cost of office equipment and improvement of office space and are stated at cost. Depreciation of property and equipment is provided using the straight-line method over the estimated useful life of the equipment and in the case of the improvement, the estimated life of the improvement or the term of the lease whichever is less. The estimated useful life of the assets is as follows:

Computer equipment	3 years
Leasehold improvements	5 years
Furniture & fixtures	7 years

Minor repair expenditures are charged to expense as incurred.

*Long Lived Assets-* The Company reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D. C. 20549

FORM 10-KSB  
 ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF  
 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2002

Advanced Technologies Group, LTD  
 (Exact name of registrant as specified in its charter)

Nevada	0-30987	80-0987213
(State of	(Commission	(I.R.S. Employer
Incorporation)	File Number)	Identification Number)

32 Broadway, 4th Floor, New York, NY 10004  
 (Address of Principal Executive Offices Including Zip Code)  
 (Formerly 40 Exchange Place 15th Floor New York, NY 10005)

(212) 968-0941  
 (Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
 (Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ ] No [X]

	-----	-----
Net loss	\$ (25,195,896)	\$ (946,827)
	=====	=====
Loss per common share:		
Basic & fully diluted	\$ (2.45)	\$ (0.18)
Weighted average of common shares:		
Basic & fully diluted	10,313,243	5,161,545

See the notes to the financial statements.

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Advanced Technologies Group, Ltd.  
Consolidated Statements of Cash Flows  
For the Years Ended January 31, 2002 and January 31, 2001

<TABLE>

<CAPTION>

	31-Jan-02	31-Jan-01
	-----	-----
<S>	<C>	<C>
Operating Activities:		
Net loss	\$ (25,195,896)	\$ (946,827)
Adjustments to reconcile net income items not requiring the use of cash:		
Impairment charge	23,708,832	0
Amortization	1,110	0
Depreciation	560,498	27,634
Amortization of debenture discount	268	46,290
Changes in other operating assets and liabilities :		
Prepaid expenses	0	9,588
Accounts receivable	(21,000)	0
Accounts payable & accrued expenses	346,503	90,558
	-----	-----
Net cash used by operations	(599,685)	(772,757)
Investing Activities:		
Security deposit on office space	\$ (45,000)	\$ 19,576
Costs of patent/trademark	(2,004)	(1,025)



Purchase of property & equipment	(1,277,715)	(63,730)
Net cash used by investing activities	(1,324,719)	(45,179)
Financing Activities:		
Issuance of convertible debentures and detachable warrants	\$ 0	\$ 175,000
Issuance of common stock	0	1,500
Cash acquired in purchase of Luxury Lounge Inc.	71,371	0
Issuance of preferred stock and detachable warrants	2,474,814	0
Brokerage fees paid on issuance of preferred	(227,572)	0
Shareholder advances received	0	85,000
Shareholder advances paid	(96,030)	(61,575)
Net cash provided by financing activities	2,222,583	199,925
Net increase (decrease) in cash during the period	298,179	(618,011)
Cash balance at beginning of the fiscal year	18,573	636,584
Cash balance at end of the fiscal year	\$ 316,752	\$ 18,573
Supplemental disclosures of cash flow information:		
Interest paid during the period	\$ 0	\$ 0
Income taxes paid during the period	\$ 0	\$ 0

See the notes to the financial statements.

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Advanced Technologies Group, Ltd.  
Consolidated Statement of Changes in Shareholders' Equity  
From Inception through January 31, 2002

<TABLE>

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	Common Shares	Common Par Value	Preferred Shares	Preferred Value
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Balance at Inception, February 2, 2000	0	\$ 0	0	\$ 0

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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D. C. 20549

FORM 10-KSB  
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 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2003

Advanced Technologies Group, LTD  
 (Exact name of registrant as specified in its charter)

Nevada	0-30987	80-0987213
(State of	(Commission	(I.R.S. Employer
Incorporation)	File Number)	Identification Number)

32 Broadway, 4th Floor, New York, NY 10004  
 (Address of Principal Executive Offices Including Zip Code)  
 (Formerly 40 Exchange Place 15th Floor New York, NY 10005)

(212) 968-0941 (Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
 (Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405

Consulting & professional fees	2,031,329	566,952
General administration	837,476	346,827
Impairment charge	0	23,708,832
Depreciation & amortization	15,083	41,917
	-----	-----
Total general & administrative expenses	3,135,510	24,765,027
	-----	-----
Net loss from operations	(3,031,390)	(25,181,974)
Other revenues and expenses:		
Loss on investment in joint venture	(1,541,241)	0
Interest income	3,096	7,152
Other income	0	11,251
Interest expense	0	(32,325)
	-----	-----
Net income before provision for income taxes	(4,569,535)	(25,195,896)
Provision for income taxes	0	0
	-----	-----
Net loss	\$ (4,569,535)	\$ (25,195,896)
	=====	=====
Loss per common share:		
Basic & fully diluted	\$ (0.29)	\$ (2.45)
	=====	=====
Weighted average of common shares:		
Basic & fully diluted	16,475,025	10,313,243
	=====	=====

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See the notes to the financial statements.

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ADVANCED TECHNOLOGIES GROUP, LTD.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED JANUARY 31, 2003 AND JANUARY 31, 2002

&lt;TABLE&gt;

&lt;CAPTION&gt;

31-Jan-03

31-Jan-02

<S>	<C>	<C>
Operating Activities:		
Net loss	\$ (4,569,535)	\$ (25,195,896)
Adjustments to reconcile net income items not requiring the use of cash:		
Impairment charge	0	23,708,832
Amortization	605	1,378
Depreciation	55,941	560,498
Loss on investment in joint venture	1,541,241	0
Compensation expense	1,138,969	111,715
Salaries expense	203,077	0
Changes in other operating assets and liabilities:		
Accounts receivable	18,239	(21,000)
Accounts payable & accrued expenses	(381,481)	346,503
Net cash used by operations	(1,992,944)	(487,970)
Investing Activities:		
Security deposit on office space	\$ 0	(\$ 45,000)
Investment in patent	0	(2,004)
Purchase of property & equipment	(54,497)	(1,277,715)
Net cash used by investing activities	(54,497)	(1,324,719)
Financing Activities:		
Issuance of common stock	757,972	0
Cash acquired in purchase of Luxury Lounge Inc.	0	71,371
Issuance of preferred stock	1,213,233	2,343,066
Placement fees paid on issuance of preferred stock	(23,267)	(207,539)
Shareholder advances paid	0	(96,030)
Net cash provided by financing activities	1,947,938	2,110,868
Net increase (decrease) in cash during the period	(99,503)	298,179
Cash balance at beginning of the fiscal year	316,752	18,573
Cash balance at end of the fiscal year	\$ 217,249	\$ 316,752
Supplemental disclosures of cash flow information:		
Interest paid during the period	\$ 0	\$ 0
Income taxes paid during the period	\$ 0	\$ 0

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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D. C. 20549

FORM 10-KSB  
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 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2004

Advanced Technologies Group, LTD  
 (Exact name of registrant as specified in its charter)

Nevada  
 (State of  
 Incorporation)

0-30987  
 (Commission  
 File Number)

80-0987213  
 (I.R.S. Employer  
 Identification Number)

32 Broadway, 3rd Floor, New York, NY 10004  
 (Address of Principal Executive Offices Including Zip Code)  
 (Formerly 32 Broadway, 4th Floor, New York, NY 10004)

(212) 968-0941  
 (Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
 (Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during

Depreciation	14,672	15,083
	-----	-----
Total general & administrative expenses	1,873,210	3,130,617
	-----	-----
Net loss from operations	(1,813,005)	(3,026,497)
Other revenues and expenses:		
Gain (loss) on joint venture investment	784,769	(1,541,241)
Other income	29,168	0
Interest income	3,144	3,096
Interest expense	(7,607)	(4,893)
	-----	-----
Net loss before provision for income taxes	(1,003,531)	(4,569,535)
Provision for income taxes	0	0
	-----	-----
Net loss	(\$ 1,003,531)	(\$ 4,569,535)
	=====	=====
Loss per common share:		
Basic & fully diluted	\$ (0.09)	\$ (0.29)
Weighted average of common shares:		
Basic & fully diluted	16,596,359	16,475,025

See the notes to the financial statements.

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ADVANCED TECHNOLOGIES GROUP, LTD.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED JANUARY 31, 2004 AND JANUARY 31, 2003

<TABLE>

<CAPTION>

	2004	2003
	-----	-----
<S>	<C>	<C>
Operating Activities:		
Net loss	\$ (1,003,531)	\$ (4,569,535)

Adjustments to reconcile net income items not requiring the use of cash:		
Amortization	606	605
Depreciation	27,107	55,941
Gain on investment	(236,125)	1,541,241
Compensation expense	243,820	1,318,385
Changes in other operating assets and liabilities:		
Accounts receivable	(3,620)	18,239
Accounts payable & accrued expenses	12,315	(381,481)
	-----	-----
Net cash used by operations	(959,428)	(2,016,605)
Investing Activities:		
Purchase of property & equipment	(23,549)	(54,497)
	-----	-----
Net cash used by investing activities	(23,549)	(54,497)
Financing Activities:		
Issuance of common stock	93,000	0
Issuance of preferred stock	718,410	1,236,894
Broker fees	(13,068)	(23,267)
Subscriptions received	429,307	757,972
Shareholder loan	(100,065)	0
	-----	-----
Net cash provided by financing activities	1,127,584	1,971,599
	-----	-----
Net increase (decrease) in cash during the period	144,607	(99,503)
Cash balance at beginning of the fiscal year	217,249	316,752
	-----	-----
Cash balance at end of the fiscal year	\$ 361,856	\$ 217,249
	=====	=====
Supplemental disclosures of cash flow information:		
Interest paid during the period	\$ 0	\$ 0
Income taxes paid during the period	\$ 0	\$ 0

&lt;/TABLE&gt;

See the notes to the financial statements.

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share. In accordance with SFAS No. 128, basic net loss per share has been computed based on the weighted average of common shares outstanding during the years. Fully diluted loss per share includes the dilutive effects of outstanding common stock equivalents.

As of January 31, 2004 and January 31, 2003, the Company had 1,468,687 and 1,294,874, respectively, common stock equivalents outstanding. The calculation of fully diluted loss per share excludes outstanding common stock equivalents at January 31, 2004 and January 31, 2003 because their inclusion would be anti-dilutive.

The net income available to common shareholders reported in the financial statements has been adjusted by the cumulative dividends due to preferred shareholders at January 31, 2004 and January 31, 2003 in calculating the loss per share. The weighted average of common shares outstanding has been computed as follows:

	2004	2003
	-----	-----
Shares outstanding	16,619,603	16,520,853
	=====	=====
Weighted average	16,596,359	16,475,025
	=====	=====

### 3. ISSUANCE OF PREFERRED STOCK

The classes of preferred stock issued are as follows:

CLASS A PREFERRED STOCK: Class A preferred stock has a stated value of \$3 per share and a cumulative non-participating dividend of 13%. The Class A preferred stock is convertible into common stock at a conversion ratio of one preferred share for one common share. Each Class A preferred share includes one detachable common stock warrant. One common stock warrant is exercisable into one common share at an exercise price of \$5 and expires in September 2004.

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CLASS B PREFERRED STOCK: Class B preferred stock has a stated value of \$3 per share and a cumulative non-participating dividend of 6%. The Class B preferred stock is convertible into common stock at a conversion ratio of one preferred share for one common share. Each Class B preferred share includes one detachable common stock warrant. One common stock warrant is exercisable into one common share at an exercise price of \$5 and expires in



September 2005.

In fiscal 2003, the Company issued 51,750 shares of preferred A and 352,661 shares of preferred B and received net proceeds of \$1,213,627. In fiscal year 2004, the Company issued 4,000 shares of preferred A and 235,470 shares of preferred B and received net proceeds of \$705,342. In addition, the Company is holding subscriptions at January 31, 2004 totaling \$1,187,513 representing 395,838 shares of preferred B.

At January 31, 2004 and January 31, 2003, the preferred dividends were in arrears for \$552,602 and \$165,171, respectively.

#### 4. PROPERTY AND EQUIPMENT

The following table is a summary of property and equipment at January 31, 2004 and January 31, 2003.

	2004	2003
	-----	-----
Promotion Stat Software	89,172	89,172
Lease Improvements	45,613	26,604
Furniture & Fixtures	26,766	25,165
Equipment	189,190	187,251
Accumulated depreciation	(231,930)	(189,468)
	-----	-----
Net property & equipment	\$ 118,811	\$ 138,724
	=====	=====

#### 5. STOCK WARRANTS OUTSTANDING

During fiscal year 2003, the Company issued 404,411 detachable stock warrants with the preferred A stock and preferred B stock issuances discussed in Note 3. During fiscal year 2004, the Company issued 239,470 detachable stock warrants with the preferred A stock and preferred B stock issuances discussed in Note 3. In addition, the Company issued 303,972 common stock warrants to existing shareholders as a dividend. Each warrant is convertible into one share of common stock at an exercise price of \$5 and expires in July 2006.

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The following table summarizes the details of the number of warrants issued and outstanding and the weighted average exercise price and years remaining on the warrants.

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 10-KSB/A

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2005

Advanced Technologies Group, LTD  
(Exact name of registrant as specified in its charter)

Nevada  
(State of  
Incorporation)

0-30987  
(Commission  
File Number)

80-0987213  
(I.R.S. Employer  
Identification Number)

32 Broadway, 3rd Floor, New York, NY 10004  
(Address of Principal Executive Offices Including Zip Code)

(212) 968-0941  
(Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Net loss from operations	(1,076,464)	(1,264,361)
Other revenues and expenses:		
Gain (loss) on joint venture investment	(365,369)	236,125
Other income	0	29,168
Interest income	5,455	3,144
Interest expense	0	(7,607)
Net loss before provision for income taxes	(1,436,378)	(1,003,531)
Provision for income taxes	0	0
Net loss	\$ (1,436,378)	\$ (1,003,531)
Loss per common share:		
Basic & fully diluted	\$ (0.13)	\$ (0.09)
Weighted average of common shares:		
Basic & fully diluted	16,725,172	16,596,359

See the notes to the financial statements.

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<PAGE>

Advanced Technologies Group, Ltd.  
Consolidated Statements of Cash Flows  
For the Years Ended January 31, 2005 and January 31, 2004

<TABLE>

<CAPTION>

	2005	2004
<S>	<C>	<C>
Operating Activities:		
Net loss	\$ (1,436,378)	\$ (1,003,531)
Adjustments to reconcile net income items not requiring the use of cash:		
Amortization	607	606
Depreciation	54,871	27,107
Gain (loss) on joint venture	365,369	(236,125)
Consulting expense	180,000	243,820

Changes in other operating assets and liabilities:		
Accounts receivable	(15,574)	(3,620)
Accounts payable & accrued expenses	19,939	12,315
	-----	-----
Net cash used by operations	(831,166)	(959,428)
Investing Activities:		
Purchase of property & equipment	(35,051)	(23,549)
	-----	-----
Net cash provided by investing activities	(35,051)	(23,549)
Financing Activities:		
Issuance of common stock	0	93,000
Issuance of preferred stock	0	718,410
Subscriptions received	1,209,196	429,307
Placement fees	(50,269)	(13,068)
Shareholder loan	(57,019)	(100,065)
	-----	-----
Net cash provided by financing activities	1,101,908	1,127,584
	-----	-----
Net increase (decrease) in cash during the period	235,691	144,607
Cash balance at beginning of the fiscal year	361,856	217,249
	-----	-----
Cash balance at end of the fiscal year	\$ 597,547	\$ 361,856
	=====	=====
Interest paid during the period	\$ 0	\$ 0
Income taxes paid during the period	\$ 0	\$ 0

&lt;/TABLE&gt;

See the notes to the financial statements.

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&lt;PAGE&gt;

Advanced Technologies Group, Ltd.  
Consolidated Statement of Changes in Shareholders' Equity  
From February 1, 2003 to January 31, 2005

&lt;TABLE&gt;

&lt;CAPTION&gt;

Common Shares	Common Value	Preferred Shares	Preferred Value	Paid in Capital	Accumulated Deficit	Total
------------------	-----------------	---------------------	--------------------	--------------------	------------------------	-------

=====

4. ISSUANCE OF PREFERRED STOCK

The classes of preferred stock issued are as follows:

CLASS A PREFERRED STOCK: Class A preferred stock has a stated value of \$3 per share and a cumulative non-participating dividend of 13%. The Class A preferred stock is convertible into common stock at a conversion ratio of one preferred share for one common share. Each Class A preferred share includes one detachable common stock warrant. One common stock warrant is exercisable into one common share at an exercise price of \$5 and expires in September 2005, extended from September 2004.

CLASS B PREFERRED STOCK: Class B preferred stock has a stated value of \$3 per share and a cumulative non-participating dividend of 6%. The Class B preferred stock is convertible into common stock at a conversion ratio of one preferred share for one common share. Each Class B preferred share includes one detachable common stock warrant. One common stock warrant is exercisable into one common share at an exercise price of \$5 and expires in September 2006, extended from September 2005.

In fiscal year 2004, the Company issued 4,000 shares of preferred A and 235,470 shares of preferred B and received net proceeds of \$705,342. In addition, the Company is holding subscriptions at January 31, 2005 and January 31, 2004 of \$2,407,138 and \$1,197,942, respectively, representing 802,379 and 395,838 shares of preferred B, respectively.

At January 31, 2005 and January 31, 2004, the preferred dividends were in arrears for \$653,879 and \$552,602, respectively.

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5. PROPERTY AND EQUIPMENT

The following table is a summary of property and equipment at January 31, 2005 and January 31, 2004.

	2005	2004
	-----	-----
Promotion Stat Software	\$ 89,172	\$ 89,172
Lease Improvements	22,504	45,613
Furniture & Fixtures	30,176	26,766
Equipment	226,830	189,190

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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D. C. 20549

FORM 10-KSB/A  
 ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF  
 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2006

Advanced Technologies Group, LTD  
 (Exact name of registrant as specified in its charter)

Nevada	0-30987	80-0987213
(State of	(Commission	(I.R.S. Employer
Incorporation)	File Number)	Identification Number)

921 Bergen Avenue, Suite 405, Jersey City, NJ 07306  
 (Address of Principal Executive Offices Including Zip Code)

(201)-680-7142  
 (Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
 (Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405

Total general & administrative expenses	----- 1,240,742 -----	----- 1,458,720 -----
Net loss from operations	\$ (913,975)	\$ (1,076,464)
Other revenues and expenses:		
Loss on investment in joint venture	0	(365,369)
Interest income	8,677	5,455
	-----	-----
Net loss before provision for income taxes	\$ (905,298)	\$ (1,436,378)
Provision for income taxes	0	0
	-----	-----
Net loss	\$ (905,298) =====	\$ (1,436,378) =====
Loss per common share:		
Basic & fully diluted	\$ (0.05)	\$ (0.13)
Weighted average of common shares:		
Basic & fully diluted	17,004,648	16,725,172

&lt;/TABLE&gt;

See the notes to the financial statements.

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&lt;PAGE&gt;

Advanced Technologies Group, Ltd.  
Consolidated Statements of Cash Flows  
For the Years Ended January 31st

&lt;TABLE&gt;

&lt;CAPTION&gt;

	2006 -----	2005 -----
<S>	<C>	<C>
Operating Activities:		
Net loss	\$ (905,298)	\$ (1,436,378)
Adjustments to reconcile net loss items not requiring the use of cash:		
Amortization	606	607

Depreciation	43,596	54,871
Consulting expense	104,326	180,000
Loss on investment in joint venture	0	365,369
Changes in other operating assets and liabilities:		
Prepaid expense	21,955	(15,574)
Accounts payable & accrued expenses	14,832	19,939
	-----	-----
Net cash used by operations	\$ (719,983)	\$ (831,166)
Investing Activities:		
Purchase of equipment	\$ (8,694)	\$ (35,051)
	-----	-----
Net cash provided by investing activities	(8,694)	(35,051)
Financing Activities:		
Issuance of preferred stock	\$ 626,348	\$ 71,025
Subscriptions received	0	1,138,171
Placement fees	(37,255)	(50,269)
Shareholder advances repaid	(15,388)	(57,019)
	-----	-----
Net cash provided by financing activities	573,705	1,101,908
	-----	-----
Net increase (decrease) in cash during the period	(154,972)	235,691
Cash balance at February 1st	597,547	361,856
	-----	-----
Cash balance at January 31st	\$ 442,575	\$ 597,547
	=====	=====
Supplemental disclosures of cash flow information:		
Interest paid during the period	\$ 0	\$ 0
Income taxes paid during the period	\$ 8,646	\$ 15,844

&lt;/TABLE&gt;

See the notes to the financial statements.

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&lt;PAGE&gt;

Advanced Technologies Group, Ltd.  
Consolidated Statement of Changes in Shareholders' Equity  
For the Years Ended January 31, 2006 and January 31, 2005



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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D. C. 20549

FORM 10-KSB  
 ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF  
 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2007

Advanced Technologies Group, LTD  
 (Exact name of registrant as specified in its charter)

Nevada	0-30987	80-0987213
(State of	(Commission	(I.R.S. Employer
Incorporation)	File Number)	Identification Number)

32 Broadway, 3rd Floor, New York, NY 10004  
 (Address of Principal Executive Offices Including Zip Code)

(212) 968-0941  
 (Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
 (Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405

Rental income	65,370	0
	-----	-----
Net loss before provision for income taxes	\$ (618,337)	\$ (905,298)
Provision for income taxes	0	0
	-----	-----
Net loss	\$ (618,337)	\$ (905,298)
	=====	=====
Loss per common share:		
Basic & fully diluted	\$ (0.04)	\$ (0.05)
Weighted average of common shares:		
Basic & fully diluted	17,646,822	17,004,648

See the notes to the financial statements.

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Advanced Technologies Group, Ltd.  
Consolidated Statements of Cash Flows  
For the Years Ended January 31st

	31-Jan-07	31-Jan-06
	-----	-----
Operating Activities:		
Net loss	\$ (618,337)	\$ (905,298)
Adjustments to reconcile net loss items not requiring the use of cash:		
Amortization	606	606
Depreciation	24,594	43,596
Consulting expense	114,249	104,326
Changes in other operating assets and liabilities:		
Prepaid expense	0	21,955
Accounts payable	22,521	14,832
	-----	-----
Net cash used by operations	\$ (456,367)	\$ (719,983)
Investing Activities:		
Purchase of property & equipment	\$ (11,962)	\$ (8,694)
	-----	-----

Net cash used by investing activities	(11,962)	(8,694)
Financing Activities:		
Issuance of preferred stock	\$ 304,763	\$ 626,348
Placement fees	(16,928)	(37,255)
Shareholder advances repaid	0	(15,388)
	-----	-----
Net cash provided by financing activities	287,835	573,705
	-----	-----
Net decrease in cash during the year	\$(180,494)	\$(154,972)
Cash balance at February 1st	442,575	597,547
	-----	-----
Cash balance at January 31st	\$ 262,081	\$ 442,575
	=====	=====
Supplemental disclosures of cash flow information:		
Interest paid during the period	\$ 0	\$ 0
Income taxes paid during the period	\$ 3,251	\$ 8,646

See the notes to the financial statements.

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<PAGE>

Advanced Technologies Group, Ltd.  
Consolidated Statement of Changes in Shareholders' Equity  
For the Years Ended January 31, 2007 and January 31, 2006

<TABLE>

<CAPTION>

	Common Shares -----	Common Par Value -----	Preferred Shares -----	Preferred Value -----	Paid in Capital -----	Accumulated Deficit -----	Total -----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at February 1, 2005	16,790,127	\$1,679	1,397,759	\$6,447,891	\$29,641,115	\$(35,412,566)	\$ 678,119
Preferred stock issued			1,196,427	345,035	244,058		589,093
Shares issued for services	35,485	4			104,322		104,326

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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D. C. 20549

FORM 10-KSB/A

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF  
 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2008

Advanced Technologies Group, LTD  
 (Exact name of registrant as specified in its charter)

Nevada (State of Incorporation)	0-30987 (Commission File Number)	80-0987213 (I.R.S. Employer Identification Number)
921 Bergen Avenue, Suite 405, Jersey City, NJ (Address of principal executive offices)		07306 (Zip Code)
32 Broadway, 3rd. Floor, New York, NY (Former Address)		10004 (Zip Code)

201-680-7142  
 (Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.0001 par value  
 (Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was

Provision for income taxes	0	0
	-----	-----
Net income (loss)	\$ (661,489)	\$ (618,337)
	=====	=====
Loss per common share:		
Basic & fully diluted	\$ (0.04)	\$ (0.04)
Weighted average of common shares:		
Basic & fully diluted	18,085,135	17,646,822

&lt;/TABLE&gt;

See the notes to the financial statements.

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&lt;PAGE&gt;

Advanced Technologies Group, Ltd.  
Consolidated Statements of Cash Flows  
For the Years Ended January 31, 2008 and January 31, 2007

&lt;TABLE&gt;

&lt;CAPTION&gt;

	As Restated 2008	2007
	-----	-----
<S>	<C>	<C>
Operating Activities:		
Net income (loss)	\$ (661,489)	\$ (618,337)
Adjustments to reconcile net loss items not requiring the use of cash:		
Amortization	606	606
Depreciation	19,079	24,594
Salary expense	2,907,740	0
Gain on investment in FX Direct Dealer	(2,407,058)	0
Impairment expense	32,377	0
Consulting expense	0	114,249
Changes in other operating assets and liabilities:		
Accounts payable	(90,650)	22,521
	-----	-----
Net cash used by operations	(199,395)	(456,367)
Investing Activities:		
Purchase of property & equipment	0	(11,962)

Net cash used by investing activities	0	(11,962)
Financing Activities:		
Issuance of preferred stock	0	287,835
Advance from shareholder	4,600	0
Net cash provided by financing activities	4,600	287,835
Net decrease in cash during the year	(194,795)	(180,494)
Cash balance at February 1st	262,081	442,575
Cash balance at January 31st	\$ 67,286	\$ 262,081
Supplemental disclosures of cash flow information:		
Interest paid during the year	\$ 0	\$ 0
Income taxes paid during the year	\$ 0	\$ 3,251

See the notes to the financial statements.

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Advanced Technologies Group, Ltd.  
Consolidated Statement of Changes in Shareholders' Equity  
From January 31, 2006 to January 31, 2008  
(As Restated)

<TABLE>

<CAPTION>

	Common Shares	Common Par Value	Preferred Shares	Preferred Value	Paid in Capital	Accumulated Deficit	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at January 31, 2006	17,263,140	\$1,727	2,594,186	\$6,792,926	\$31,275,783	\$ (37,604,196)	\$ 466,240
Preferred stock issued			101,588	275,643	12,192		287,835
Shares issued for services	216,791	22			114,227		114,249